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*Counsel for Sears Holdings Corporation and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THIRD MONTHLY FEE STATEMENT OF ASK LLP FOR PROFESSIONAL
SERVICES RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE LITIGATION DESIGNEES FOR THE PERIOD OF
JANUARY 1, 2021 THROUGH JANUARY 31, 2021**

Name of Applicant:	ASK LLP
Authorized to Provide Services to:	Litigation Designees ²
Retention Date:	June 26, 2019 nunc pro tunc to April 1, 2019 as to retention as special avoidance action counsel to the Debtors; December 1 , 2020 as to retention as counsel to the Litigation Designees for the Jointly Asserted Causes of Action ³
Period for Which Compensation and Reimbursement Is Sought	January 1, 2021 through January 31, 2021
Monthly Fees Incurred:	\$24,847.50
Monthly Expenses Incurred:	\$2,701.20
Total Fees and Expenses Requested:	\$26,954.70
This is a <u> x </u> monthly <u> </u> interim <u> </u> final	

² Pursuant to the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (the "Confirmation Order") [D.I. 529], the Litigation Designees shall comprise (a) Patrick J. Bartels, (b) Eugene I. Davis, and (c) Raphael T. Wallander, as the Creditors' Committee's designees, and (x) Alan J. Carr and (y) William L. Transier, as the Debtors' designees, which designees shall become the initial members of the Liquidating Trust Board upon the Effective Date pursuant to Section 10.6(a) of the Plan.

³ The Confirmation Order, among other things, granted the Creditors' Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan. The Jointly Asserted Causes of Action are those actions defined in paragraph 17 of the Confirmation Order.

ASK LLP (“ASK”), counsel to the Litigation Designees, which designees were identified pursuant to the Confirmation Order for Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Third Monthly Fee Statement”) covering the period from January 1, 2021 through and including January 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Third Monthly Fee Statement, ASK requests (a) interim allowance and payment of compensation in the amount of \$24,847.50 for fees on account of reasonable and necessary professional services rendered to the Litigation Designees by ASK and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,107.20 incurred by ASK during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each ASK professional and paraprofessional who provided services to the Litigation Designees during the Compensation Period. The rates charged by ASK for services rendered to the Litigation Designees are the same rates that ASK charges generally for professional services rendered to all hourly bankruptcy clients.

Exhibit B sets forth a complete itemization of tasks performed by ASK professionals and paraprofessionals who provided services to the Litigation Designees during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit C sets forth a complete itemization of disbursements incurred by ASK in

connection with services rendered to the Litigation Designees during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Third Monthly Fee Statement shall be given by overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Third Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 1, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Third Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay the fees and expenses identified herein.

If an Objection to this Third Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Third Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: February 15, 2021

ASK LLP

/s/ Kara E. Casteel

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-and-

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Exhibit A

Timekeeper Summary

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Steinfeld, Joseph	Partner	\$800.00	1.10	\$880.00
Casteel, Kara	Partner	\$675.00	14.40	\$9,720.00
Reding, Richard	Partner	\$675.00	11.50	\$7,762.50
Manfredonia, Victoria	Associate	\$500.00	11.00	\$5,500.00
Miskowiec, Laurie	Paralegal	\$300.00	1.00	\$300.00
Hepola, Jennifer	Paralegal	\$300.00	1.58	\$475.00
Esslinger, Jean	Paralegal	\$300.00	.70	\$210.00

Exhibit B

Itemized Fees

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
1/5/2021	KC Draft Pleading Draft amended complaint for Timothy F Palmer, internal emails re: the same	0.30 675.0/hr	202.5
1/7/2021	KC Draft Pleading Review/revise motion to consolidate, other related documents, communications with co-counsel concerning the same	1.20 675.0/hr	810.0
1/10/2021	VM Legal Research Advise re: Legal research & begin drafting motion to extend service of process	6.00 500.0/hr	3,000.0
1/11/2021	RJR Phone Opp Atty Telephone call with counsel for MUFG Union Bank	0.10 675.0/hr	67.5
	RJR Draft Pleading Revise and edit motion to extend deadline for service	0.70 675.0/hr	472.5
	VM Legal Research Advise re: Continued legal research & drafting motion to extend service of process	5.00 500.0/hr	2,500.0
	KC Correspondence Emails with co-counsel concerning subpoenas	0.20 675.0/hr	135.0
1/12/2021	JH Miscellaneous Filed amended complaint and prepped/sent for service.	0.50 300.0/hr	150.0

			<u>Hrs/Rate</u>	<u>Amount</u>
1/12/2021	KC	Draft Finalize motion to extend time, proposed order, internal comments re: the same	0.50 675.0/hr	337.5
1/13/2021	KC	Update Chart Budgeting/admin tasks/internal communications	0.50 675.0/hr	337.5
1/14/2021	JS	Conference Internal conference with K. Casteel, R. Redding and V. Manfredonia on consolidation motion, foreign service issues, and claims and defenses raised by certain defendants.	0.50 800.0/hr	400.0
	KC	Correspondence Emails with FTI re certain defense issues	0.20 675.0/hr	135.0
1/15/2021	KC	Correspondence Emails with Kenden Alford's counsel re: extension	0.10 675.0/hr	67.5
1/18/2021	RJR	Phone client Investigate Maverick claim; telephone conference with Akin and MIII regarding claims against Maverick	0.50 675.0/hr	337.5
	KC	File Review File review of new counsel for certain defendants, updating internal records with updated contacts, etc., discussions with co-counsel re: certain defendants	0.70 675.0/hr	472.5
	JH	Miscellaneous Entered return mail and reviewed for re-service.	0.50 300.0/hr	150.0
	KC	File Review Review PNC subpoena documentation, emails re: same	0.30 675.0/hr	202.5
	RJR	Phone client Confer with Akin and FTI regarding Maverick defendants	0.20 675.0/hr	135.0
1/19/2021	KC	Review Initial review of MTD; emails with co-counsel, emails to opposing counsel re: the same	0.60 675.0/hr	405.0
	RJR	Miscellaneous Analyze motions to dismiss filed by public shareholders; note possible responses	1.60 675.0/hr	1,080.0
1/20/2021	KC	Review Initial review of joinders; emails with co-counsel	0.30 675.0/hr	202.5
	KC	Phone Opp Atty phone call with Maverick counsel	0.10 675.0/hr	67.5
	RJR	Review Review and analyze motions to dismiss filed by Non-Insider Defendants and joinders to the same	1.20 675.0/hr	810.0

			<u>Hrs/Rate</u>	<u>Amount</u>
1/20/2021	RJR	Legal Research Analyze arguments and draft preliminary responses to arguments raised in Non-Insider Defendants motion to dismiss	1.60 675.0/hr	1,080.0
	JE	Miscellaneous Updated defense counsel information in SOAR	0.50 300.0/hr	150.0
	KC	Correspondence Emails with Akin and Morgan Lewis re: consolidation order	0.20 675.0/hr	135.0
	RJR	Draft Pleading Outline response to motions to dismiss	1.30 675.0/hr	877.5
1/21/2021	KC	Correspondence Draft email & communications with ML re: MTD and consolidation	0.30 675.0/hr	202.5
	KC	Phone client Phone call with Akin re: MTD and consolidation	0.80 675.0/hr	540.0
	KC	Legal Research Internal review re: response deadlines	0.20 675.0/hr	135.0
1/22/2021	KC	Phone Opp Atty Phone call with ML	0.10 675.0/hr	67.5
	KC	Correspondence email with QIT2 counsel, unredact Ex A	0.20 675.0/hr	135.0
1/24/2021	JS	Conference Conference call with J David, M Boey, W. Sabin representing defendants, K. Casteel, David Zensky and D. Chapman re draft Stipulation.	0.60 800.0/hr	480.0
1/25/2021	KC	Draft Pleading Edits to consolidation motion, emails with co-counsel and ML concerning consolidation and counsel contact info	1.00 675.0/hr	675.0
	RJR	Draft Pleading Begin drafting response to motions to dismiss	2.40 675.0/hr	1,620.0
1/26/2021	JE	Miscellaneous Updated defense counsel information in SOAR	0.20 300.0/hr	60.0
	KC	Draft Pleading Further edits to consolidation motion, further emails with co-counsel and ML concerning consolidation and counsel contact info	1.50 675.0/hr	1,012.5
	KC	File Review Review of TX AG communications and documents, underlying subpoena documents concerning the same; internal discussions	1.20 675.0/hr	810.0
1/27/2021	KC	Correspondence further communications with co-counsel and ML re: consolidation motion	0.50 675.0/hr	337.5

			<u>Hrs/Rate</u>	<u>Amount</u>
1/27/2021	KC	Correspondence emails with Morritt re: certain subpoena recipients and info requests	0.30 675.0/hr	202.5
	KC	File Review Continuing file review of Texas Retirement System defendant documents, emails concerning the same	2.00 675.0/hr	1,350.0
1/28/2021	JH	Miscellaneous Researched new addresses and requested new summons in order to re-serve cases.	0.58 300.0/hr	175.0
	KC	Phone Opp Atty Meet & confer with defendants in both actions re: revised proposed order	0.80 675.0/hr	540.0
	KC	Draft Pleading Further edits to proposed order based on meet & confer; emails concerning the same	0.30 675.0/hr	202.5
1/29/2021	RJR	Draft Pleading Continue creating response to motions to dismiss	1.90 675.0/hr	1,282.5
	LNP	Draft Draft, File and Serve Monthly Fee Application.	1.00 300.0/hr	300.0
		For professional services rendered	<u>41.28</u>	<u>\$24,847.5</u>

Exhibit C

Itemized Expenses

Disbursement Activity	Amount
Computerized Legal Research - Westlaw	\$2,076.80
Telephone	\$0.20
Photocopies	\$26.80
Postage	\$3.40